

BY-LAWS
of
Irvine First Chinese Baptist Church
A California Nonprofit Corporation

(Updated on November 18, 2013)

ARTICLE I – NAME AND HISTORY

The name of this Church shall be *Irvine First Chinese Baptist Church*

Under our Lord's guidance, Pastor James C. Lam and Mrs. Amy Lam arrived from Hong Kong in 1976. Pastor Lam saw the evangelical needs in Orange County for the growing Chinese community. Discussions were held between Dr. George Downing, Executive Minister of American Baptist Churches of the Pacific-Southwest; Rev. Charles Garringer, pastor of the First Baptist Church of Garden Grove and Pastor Lam, to establish a Christian outreach to the Chinese community. The First Chinese Baptist Church was thus established and supported by the Garden Grove First Baptist Church.

In 1979, Rev. Dr. James Lam with Mr. Harry King and Mr. Norman Lowe, appointed attorney Edward Djang to register our church in California as a non-profit organization.

In 1985, the first church building was erected in Irvine, California, and upon the completion of the church building, the offices, worship services and outreach were moved to Irvine, California. The name of the church was changed to ***Irvine First Chinese Baptist Church***.

ARTICLE II – THE CHURCH MISSION

To reach Chinese and other non-Christians in the community with the Gospel of Jesus Christ, through the public worship of God, preaching of Holy Bible, consistent Christian living by all members, personal evangelism, mission endeavor and Christian education.

To encourage believers to join the membership of the Irvine First Chinese Baptist Church if they are not members of, and do not worship regularly at any other church.

To encourage Christians to devote themselves to the Lord and take root as member of the Irvine First Chinese Baptist Church.

Recruiting or proselytizing members of other Christian churches is not part of the goals and mission of the Irvine First Chinese Baptist Church.

ARTICLE III – OUR MINISTRY

Based on the Acts of the Apostles in Chapter 1 verse 8: "But you shall receive power when the Holy Spirit has come upon you, and you shall be witnesses to Me in Jerusalem and Judea and Samaria, and the ends of the earth." We begin with local church and eventual expansion to everywhere on the earth. Our ministry within the local churches includes worship services, prayer meetings, Bible studies for all ages, evangelism training and personal evangelism outreach, Christian education, financial and personal support of missions and missionaries, fellowship times within the body of the church, financial and prayer support for seminary students, religious broadcasting, publications, and religious institutions.

Within means, the Irvine First Baptist Church shall support social and cultural needs of the local community, and provide appropriate services to the widowed, orphaned and impoverished.

Expenses – All expenses shall be in accordance with annual budgets, approved and verified by the church treasurer. Any proposed expenses not part of the approved budget shall require approved by the Board of Directors.

ARTICLE IV – PURPOSES

1. Inasmuch as the Lord Jesus Christ came to glorify the Father (John 17:4) so the purpose of this Church shall be to glorify God (Ephesians 1:12)
2. Inasmuch as the Lord Jesus Christ came make disciples (Mark 1:17) so the purpose of this Church shall be to disciple persons in Christian belief and practice (Matthew 28:18-20)
3. Inasmuch as the Lord Jesus Christ came to save sinners (Luke 19:10) so the purpose of this Church shall be to proclaim salvation through repentance, forgiveness, and faith in Christ (Luke 24:47)

4. Inasmuch as the Lord Jesus Christ came to serve (Mark 10:45) so the purpose of this Church is to meet human need as resources are available (Matthew 25:31-46)

ARTICLE V – AFFILIATION

This Church is a self-governing, California nonprofit corporation. It shall exercise all of the rights and privileges granted to it by statute. In the conduct of its affairs, it shall choose at will to fellowship with, join its efforts together with, and cooperate with other churches in Transformation Ministries and others of like faith and conviction, to the end that the goals and purposes which call it into being can be accomplished more efficiently.

ARTICLE VI - TENETS OF FAITH

1. God is the Holy Father. He is omnipotent, the creator of the whole universe and all humanity. He gives life to all creatures. God never changes. There is only the one true God.
2. Jesus Christ is the Holy Son. He is co-equal with the Father. He is the Word who became flesh through the Virgin Mary and lived among us full of grace and truth. He died for us, was buried and was resurrected on the third day. He ascended into heaven and now sits at the right hand of the Father. He now intercedes for us before the Father. One day He will come again and take all His saints into heaven. He will come to judge the world.
3. The Holy Spirit. He is co-equal with the Holy Father and the Son. He was sent after the Lord Jesus ascended to heaven on the day of Pentecost. He now abides in each person who believes in Jesus Christ as his or her own personal savior. He is the proof of our redemption.
4. The Bible. The Bible, both the Old and New Testaments, all sixty-six books in the original transcripts have no errors or mistakes and was inspired by the Holy Spirit.
5. Human Creation. All people are created by and in the image of God, according to the Holy Counsel of Trinity (Gen 1:26-27), and after Adam sinned the only way to be saved for eternity and everlasting life was through repentance of sins and trust in the redemptive work of Jesus Christ. Any person who does not believe in Jesus Christ as his or her personal savior will not have eternal life but damnation in the wrath of God.
6. The Church. The Church is the Body of Christ, and Jesus Christ is the head of the Church. The fellowshiping saints meet and worship the Lord God Almighty regularly. The Church will be taken up into glory at the second coming of our Lord Jesus.

ARTICLE VII- ORGANIZATION

IFCBC, with Christ as the head of the Church, is organized in such a way that the Congregation (Members of the church), the Board of Directors, Pastoral staff, and Ministry Team(s) are inter-dependent and each entity functions uniquely with respective responsibilities and privileges.

ARTICLE VIII – MEMBERSHIP

Section 1 - Standards of Membership

The standards of membership in this Church shall be:

1. A commitment to Christ. Each member shall have experienced the new birth (John 3:5).
2. By his words and through his life he is to give testimony that Jesus Christ is Savior and Lord.
3. A commitment to the Body of Christ. Each member has the opportunity and obligation of ministering to and receiving ministry from other members of the Church. This means, on the part of each member, faithfulness to the disciplines of prayer, study of Scriptures, witness, regular church attendance, and stewardship of time and money
4. A commitment to the work of Christ. Each member, willingly and joyfully, participates in ministry to the Body and to the world according to his ability and gifts, enabled by the Holy Spirit

Section 2 - Categories of Membership

All believers who are baptized and have officially been accepted as members by the Irvine First Chinese Baptist Church shall be recognized as church members.

The Church shall have four categories of members. The designation of such categories and the qualifications and rights of the members of such Categories shall be as follows:

A. Active membership

A Member who meets, and of freewill commits to, the standards of membership as stated in Article VIII – MEMBERSHIP, Section 1 shall be an Active Member, if he or she is active in church activities for the last three (3) months.

The voting membership shall be composed of the active members eighteen years of age and older.

B. Associate membership

Associate membership shall be composed of those who for various reasons do not wish to be active members but who desire the fellowship of the Church and who meet the qualifications for membership as stated in Section 1. They shall not have a vote in church affairs.

C. Junior membership

Junior membership shall be open to all those age twelve through eighteen who shall freely give of themselves to the commitments of membership as stated in Article VIII – Membership, Section 1. They shall not have a vote in Church affairs.

D. Inactive membership

Any enrolled member who fails to attend services regularly for more than three months or who ceases to take an active part in the life of the Church may be transferred to the inactive roll according to the procedures set out in Article VIII – MEMBERSHIP, Sections 6 and 7, following. Inactive members shall not have a vote in Church affairs. A written request by the inactive member or a motion by a member of the Board of Directors for reinstatement to the prior status shall be decided in the next duly noticed Meeting of the Board of Directors. An affirmative vote of two-thirds of the Board of Directors shall be required for such actions.

Section 3- Election of Members

Persons desiring to become members of the Church shall fill out an application form provided by

the Church. Those desiring to transfer their membership from another Church shall also provide a letter of transfer from that Church. The Pastors or the designated membership committee shall examine the application according to the standards of membership listed in Section 1, and shall make recommendations to the Board of Directors. The Board of Directors shall consider the application at its next duly noticed meeting. An affirmative vote of two-thirds of the Board of Directors shall be required for election to membership. Persons so elected shall be publicly received into membership at any regular Church service.

Section 4 - Transfer of Membership

Members in good standing who may desire to be transferred to some other congregation may apply to the Secretary of the Board for a letter of transfer signed by a Pastor and the Secretary of the Board. Said letter shall be granted if approved by a Pastor and a two-thirds vote of the Board of Directors.

Section 5 - Termination of Membership

Unscriptural conduct or failure to maintain the standards of membership shall constitute grounds upon which any member may be removed from membership (Matthew 18:15-18; Romans 16:17-18; 1 Corinthians 5:11; Galatians 1:8-9; Titus 3:1-5). The Board of Directors shall have the responsibilities and duties to investigate any charges against a member. They shall first ascertain what actions of counsel or assistance to the member have the Pastors or others taken. In acting upon any such investigations, the Board shall follow the procedures set out in Article VIII - MEMBERSHIP, Section 7. Upon a vote in accordance with these procedures the Board may terminate the membership and remove that member's name from the membership rolls.

Other than reasons of illness or relocation, a member absent for three months shall be transferred to inactive membership. Absence of six months or longer shall be considered as voluntary withdrawal from church membership.

Section 6 - Review of Membership Rolls

The Pastors and the Board of Directors shall revise the membership rolls within ninety (90) days

prior to the Annual Church Meeting and at such other times as they deem necessary. The review preceding the Annual Church Meeting shall be completed not less than fifteen (15) days prior to the meeting. They shall remove from the rolls all names of members who are deceased, together with the names of those who have resigned, or been terminated. The rolls shall accurately reflect the category of membership of each member

Section 7 - Action of the Board Affecting Membership Status

The Board of Directors by an affirmative vote of two-thirds may alter or terminate the membership of a member for cause at any duly noticed meeting provided at least ten (10) days prior written notice of such pending action is given to the said member. The members involved shall be given an opportunity to be heard at such meeting.

ARTICLE IX - MEETING OF MEMBERS

Section 1 - Annual Church Meeting

The church year shall coincide with the calendar year, beginning on January 1 and running through December 31 of each year. There shall be a general meeting of the membership to be known as the Annual Church Meeting. It shall be held annually during the month of December for the purposes of electing the Board of Directors, deacons and deaconesses and for the transaction of such business as may be brought before the Meeting. The Board of Directors should set the time and the date of said Meeting.

Section 2 - Special Church Meetings

Special Church Meetings may be called by:

1. The Secretary of the Church upon the written order of a majority of the Board of Directors
2. Petition of members of the Church exercising the right of initiative, as described in Article XIV – MANNER OF GIVING NOTICE.

Section 3 - Notice of Church Meetings.

Written notice stating the place, date, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of such meeting by or at the direction of the Secretary, or the Board of Directors, or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. The Secretary of the Board shall also post such notice along with related information in a conspicuous place at the Church for not less than ten (10) days prior to the meeting, of which at least two (2) days shall be Sundays.

Section 4 – Quorum

No record of any annual or special Church Meeting shall be made unless fifty percent or more of the voting members shall be present to constitute a quorum. Where a specific purpose has been stated in the call for the meeting, if a quorum is present, regular members, who are unable to attend the meeting because of sickness or other good and valid reasons acceptable to the Board of Directors, may vote in absentia by sealed ballot on the first ballot only.

ARTICLE X- DIRECTORS

Section 1 - Definition

Directors is a term used to designate those elected by congregation to serve in both ministering and governing capacities on the Board of Directors (Section 4), or those appointed by the Board of Directors to serve as additional Directors (Section 5).

Section 2 - Qualifications

The Director's relation to God. Directors shall be persons who evidence a mature and vital walk with God. They shall be the persons in the congregation whom others readily identify as those who walk in Christ's steps, who can be turned to times of spiritual need for Godly and wise counsel; who manifests a life of holiness, wisdom, and faith; and who are filled with the Spirit.

The Director's relationship to family. A Director may be unmarried or married to one spouse. A

Director's family shall be a positive, wholesome, and imitable influence upon the congregation.

The Director's relationship to self. A Director shall be a wholesome person spiritually and emotionally. The Director's life shall manifest the fruit of the Spirit (the life qualities of the indwelling Christ): love, joy, peace, endurance, kindness, goodness, faithfulness, gentleness, and self-control. All Directors shall be active members.

The Director's relationship to the congregation. Directors shall be persons whom the congregation looks to for guarding the Church from false doctrine and false teachers, promoting and/or teaching sound doctrine within the Church, and providing leadership direction and counsel to the congregation in matters pertaining to the Church as a whole. Their involvement in the life of the congregation and commitment to the disciplines of membership given in Article V, Section 1, shall be exemplary. All Directors shall be active members of the Church.

The Director's relationship to the World. Directors must be above reproach, having a good reputation among those outside the Church.

One spouse shall be interpreted as not excluding persons from the office of Director who have been (1) divorced prior to conversion and remarried after divorce (2 Corinthians 5:17); (2) divorced and remarried because of sexual infidelity of the first partner (Matthew 5:31-32); (3) divorced and remarried because the first partner was an unbeliever and refused to live with a Christian spouse (1 Corinthians 7:15).

Section 3 - Duties of Directors

A. All Directors (Elected and Appointed)

The Directors shall serve with the Pastors as overseers of the congregation.

1. The Directors shall give themselves to prayer and the spiritual discernment and guidance within the congregation and the word that they might exercise.
2. The Directors shall minister and provide for the spiritual and physical needs of the community and congregation. They shall pray for the sick and personally minister in

whatever manner may be required.

3. The Directors shall seek the extension of the Kingdom of God through evangelism, inclusion of new converts into the life of the Church, Church planting, and missionary extension.
4. The Directors shall promote Christian fellowship in the congregation by leading and/or encouraging small groups gathered for prayer, Bible studies, evangelism, and sharing.
5. The Directors shall be regular in attendance at Sunday Church services and shall serve as a positive model for the Church by their involvement in the life of the congregation.

B. The Board of Directors (Elected):

1. The Board of Directors, and the Pastors, shall be the executive body in the conduct of the functions and privileges of the Church, both as a Church and a legal entity.
2. The Board of Directors, with the Pastors, shall act in the examination of applicants for membership, and in the discipline of members.
3. The Board of Directors shall be the trustees of the Church property and shall be responsible for care of the same.
4. The Board of Directors shall have portfolios of special responsibility as needed.
5. The Board of Directors shall adopt procedural rules from time to time as necessary for the proper functioning of the Board.

Section 4 - The Board of Directors (Elected)

The Board of Directors shall consist of the Pastors (or Lead Pastor, if appointed) and at least five (5) elected Directors who shall also act as Directors of the corporation. Among the elected Directors, at least one (1) will be elected from the English Congregation. In addition to elected directors, there are two honorary directors: Pastor James C. Lam and Mrs. Amy Lam.

A. Honorary Directors:

The honorary directors will have the most prestigious honors of the Church, and shall have the rights to participate in all church meetings including the Board of Directors meetings without voting power.

B. Elected Directors:

1. Manner of Election:

- a. A nominating committee shall prepare a list of names of candidates for the office of elected Director, said list to include not less than a number of names equal to the number of Directors to be elected. The nominating committee shall consist of the Pastors, Board and any voting members of the congregation approved by the Board of Directors.
- b. The list shall be posted along with the notice of the Annual Church Meeting and a copy of this Article of the bylaws.
- c. An elected Director shall be declared elected upon receiving a majority of the votes cast by the congregation at the Annual Church Meeting, and shall assume office at the first official duty noticed meeting of the Board of Directors after the Annual Church Meeting. Voting shall be by secret ballot.

2. Term of Office

The term of office shall be two (2) years. An elected Director may be elected to serve two (2) successive terms, and then shall be ineligible to serve on the Board of Directors for one (1) year.

3. Regular Meetings

The Secretary of the Board shall call a regular meeting of the Board of Directors within thirty (30) days of the Annual Church Meeting. Announcement of the time and place given at the Annual Church Meeting shall be sufficient notice to those present. Other shall be notified in writing pursuant to Article XI – MANNER OF GIVING NOTICES. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Secretary or any two (2) elected Directors. The person or persons authorized to call special meetings of the Board may set the time, date and place for holding any special meeting of the Board called by them.

5. Notice

Notice of any special meeting of the Board of Directors shall be given at least four days previously thereto by written notice delivered personally or sent by mail pursuant to Article XI – Manner of Giving Notices. Any elected Director may waive notice of any meeting. The attendance of any elected Director at any meeting shall constitute a waiver of notice of such meeting, except where an elected Director attends for the express purpose of objecting to the transaction of the business because of the failure of notice. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws

6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the elected Directors is present at said meeting, a majority of the elected Directors present may adjourn the meeting from time to time without further notice.

7. Manner of Acting

The act of a majority of the quorum of the elected Directors present and voting at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

8. Vacancies

In the event of a vacancy due to the resignation, death, or removal of a Board Member, the

Board of Directors by majority vote may fill the vacancy.

Section 5 - Appointed Directors

In the event of a vacancy as described in Article X, Section 4.B.8, a person who has served on the Board of Directors may, upon the completion of a term of office, be named an appointed Director by vote of the Board of Directors, or the Board of Directors may appoint other church members as appointed Directors if they meet the qualifications for Director. An appointed Director shall serve as a governing director of the corporation until the next Annual Church Meeting.

ARTICLE XI – OFFICERS

Section 1 – Pastors

a) Qualifications

A pastor shall have the same qualifications required for a Director (Article VII, Section 2) and the calling to serve the Lord in this church, be formally ordained, and in agreement with the tenets of Transformation Ministries.

The Board of Directors, at their discretion, may appoint a Lead Pastor from among one of the Pastors for a two year term.

b) Duties

1. The Pastors shall have the oversight of all ministries of the Church.
2. The Pastors shall attend all general member Church Meetings.
3. The Pastors (or Lead Pastor, if appointed) shall attend all Board Meetings, but shall not have a vote at any such meetings.
4. The Pastors shall perform all other duties necessary to the work of the ministry.
5. The Pastors shall report to the Lead Pastor. If a Lead Pastor has not been appointed, the Pastors shall report directly to the Board of Directors.
6. The Board of Directors may appoint a Lead Pastor to lead the Pastoral Staff. The Lead

Pastor should have demonstrated leadership skills.

c) Manner of Election

1. When needed, the Board of Directors shall select at least five (5) members to serve as the Pulpit Committee. The Pulpit Committee shall function only in the event of a vacancy in the pastorate.
2. Upon a vacancy in the pastorate the Pulpit Committee shall provide for an Interim Pastor as needed.
3. The Pulpit Committee shall make a prayerful determination of the goals and needs of the Church and shall prayerfully screen pastoral candidates and/or prospects as to their qualifications to meet those goals and needs.
4. The Pulpit Committee shall present, after much prayer and diligent research, the qualified and suitable candidates to the Board of Directors for approval.
5. The Pulpit Committee shall invite the approved pastoral candidates to the congregation. The pastoral candidates shall meet with the people and preach to the Church.
6. Election of a Pastor shall be by a two-thirds vote of the Board of Directors.
7. In the event the pastoral candidate fails to receive the necessary votes, or upon receiving the necessary votes declines the invitation to be Pastor, the Pulpit Committee shall repeat the process described in Article XI, Section c) Manner of Election, until a pastoral candidate receives the necessary two-thirds vote and accepts the pastorate.

d) Term of Office

The term of a Pastor's office shall be decided by the Board and typically be for a period of three years. Terms are renewable by the Board after evaluation. A Board vote of confidence, if deemed necessary for cause, such as incompetence in office, unscriptural conduct or serious allegations (see Article VIII, Section 5), or radical departure from the Tenets of Faith set forth above, may be held at any Board meeting. In the event that a Pastor fails to receive majority support of the Board, the Board may take further action, up to and including termination of the Pastor.

In the event of a Pastor's death, the Church shall ensure adequate financial provision for the

Pastor's family as needed for a period not to exceed three months.

Section 2 - Other Pastors and Employees

In addition to Pastors, associate and assistant pastors, ministers, and any other paid members of the pastoral or Church staff shall be appointed by the Board of Directors. Associate and assistant pastors and ministers shall have the same qualifications as required for Pastors (Article XI, Section 1). Other Church staff shall have the same qualifications as required for Deacons or Deaconesses (Article XI, Section 6)

All appointments shall expire by action of the Board of Directors. No regular salaried employee of the Church, other than the Pastors (or Lead Pastor, if appointed) may be a member of the Board of Directors.

Section 3 - Chairman

The Chairman of the Church shall be a member of the Board of Directors and shall act as President of the Corporation and preside over all Church Meetings and Board of Directors meetings. The Chairman shall be elected by a majority vote at the first meeting of the Board of Directors following the Annual Church Meeting.

Section 4 - Secretary

The Secretary of the Church shall be a member of the Board of Directors and shall keep, or cause to be kept a book of minutes of all Church Meetings and meetings of the Board of Directors. He shall keep, or cause to be kept, a record of the membership of the Church, and shall be the custodian of all legal documents of the Church and its corporate seal. He shall perform such other duties as belong to his office. The Secretary shall be elected by majority vote at the first meeting of the Board of Directors following the Annual Church Meeting

Section 5 - Treasurer

The Treasurer of the Church shall be a member of the Board of Directors and shall be responsible for

all monies received into the treasury of the Church and shall disburse, or cause to be disbursed, such funds as directed by the Board of Directors under authority granted it by the membership. He shall keep, or cause to be kept, itemized records of all receipts and disbursements, and shall furnish financial reports to the Board of Directors monthly and to the membership annually. His records shall be available at all times for audit under the direction of the Board of Directors. The Treasurer shall be elected by a majority vote at the first meeting of the Board of Directors following the Annual Church Meeting.

Section 6 - Deacons and Deaconesses

a) Qualifications

Deacons and Deaconesses shall be members of the Church at all times during which they hold office. They shall be persons of good reputation, full of the Spirit and wisdom (Acts 6:3): They must be worthy of respect, not indulging in much wine, and not pursuing dishonest gain. They must keep hold of the deep truths of the faith with a clear conscience. They must first be tested; and then if there is nothing against them, they may serve as Deacons and Deaconesses. They must not be malicious talkers but temperate and trustworthy in everything. They may be unmarried or married to one spouse, and must manage their children and household well (1 Timothy 3:8-12).

b) Selection

Upon recommendation by the Pastors, the Board of Directors shall appoint the Deacons and Deaconesses at the second monthly meeting of the Board of Directors following the Annual Church Meeting. Deacons and Deaconesses shall serve two year terms and may be re-appointed.

c) Duties

The Deacons and Deaconesses shall minister unto the sick, needy, aged, bereaved, lonely members of the congregation and undertake such other duties as Pastors and/or Board of Directors may assign. All work of the Deacons and Deaconesses shall be at the direction of the

Pastors.

ARTICLE XII - DEPARTMENTS AND COMMITTEES

Section 1 - Committees of Directors

The Board of Directors, by resolution adopted by a majority of the elected Directors in office, may designate one or more committees, each of which shall consist of two or more elected Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Church: but the designation of such committees and the delegation thereof authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or the Director by law.

Section 2 - Other Committees and Departments of the Church

Other committees and departments within the Church not having or exercising the authority of the Board of Directors in the management of the Church may be provided for by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is presented. The members of such committees or the personnel of such departments shall be appointed by the Pastors subject to ratification by the Board of Directors. Anyone so appointed shall serve at the pleasure of the Board or the Pastors.

Section 3 - Chairman

The persons shall appoint one member of each committee chairman or persons authorized to appoint the members thereof.

Section 4 - Vacancies

Vacancies in the membership of any committee or department position may be filled by appointments in the same manner as provided in the case of the original appointments.

Section 5 - Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6 - Rules

Each committee may adopt rules for its own government not inconsistent with these by laws or with rules adopted by the Board of Directors.

ARTICLE XIII – VACANCIES

Section 1 - How Declared

In the event of cause, any office, including Pastors and Directors, may be declared vacant by an act of a majority vote of the voting members present at any regular or special Church Meeting.

Section 2 - Grounds

Grounds for such action shall be incompetence in office, unscriptural conduct, or radical departure from the Tenets of Faith set forth above.

Section 3 - Procedures

A complaint may be lodged against any incumbent in office and brought before the Church for action by any two members of the Church exercising the right of initiative as described in Article XVII – INITIATIVE or upon the recommendation of the Board of Directors.

Section 4 - Hearing

Any incumbent under charge shall have the opportunity for a fair and impartial hearing of his case

before the Church.

ARTICLE XIV - MANNER OF GIVING NOTICE

Whenever, under the provisions of these bylaws, notice is required to be given to any Director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office or mailbox, in a postpaid sealed envelope, addressed to such member, or Director at such address as appears on the books of the Church and such notice shall be deemed to be given at the time when the same shall be thus mailed.

ARTICLE XV – FINANCE

Section 1 – Income

The financial needs of the Church shall be met by tithes, offerings, gifts, devises, bequests, trusts, annuities, contributions and such other means as the Board of Directors may approve.

Section 2 - Budget

The Board of Directors shall prepare annually a unified budget for the Church. Said unified budget shall include any moneys received, or expended by or for any and all departments of the Church.

Section 3 - Banking

The Treasurer shall properly account for, or cause to be accounted, all moneys received by any and all departments of the Church and immediately deposit, or cause to be deposited, the same in the bank account or accounts of the Church which the Board of Directors shall from time to time establish.

Section 4 - Withdrawals

Two signatures shall be required on any withdrawal of moneys from any accounts. The persons authorized to sign for said withdrawals shall be the Chairman, Secretary, Treasurer, or persons

named by the Board of Directors. All withdrawals shall be made under the supervision of the Board of Directors.

Section 5 - Audit

The Board of Directors shall review or audit, in their direction, the books annually or more often. They shall review income and disbursements monthly.

Section 6 - Encumbering

The Board of Directors shall have the power to borrow and to maintain indebtedness an amount equal to ten percent (10%) of the preceding year's contributed income.

Section 7 – Salaries

1. The Pastors shall be given regular and adequate financial support, the amount and manner of which shall be determined by agreement between the Pastors and the Board of Directors
2. The Board of Directors shall set the salaries of all members of the pastoral staff and other full-time or part-time employees with the advice and counsel of the Pastors.
3. Regular financial support to missionaries, missionary projects, and other person(s) and causes shall be decided upon by the Board of Directors.

ARTICLE XVI – PROPERTY

Section 1 – Tithe

All property of whatever kind and wherever situated regardless other it is acquired by the Church shall be held, sold, transferred or conveyed in the name of the Corporation. The disposition of any Church's properties should be handled by a Church Property Committee consisting of the Chairman of the Board, the Secretary, the Treasurer and the founders of the Church and approved by the congregation.

Section 2 - Acquisition & Disposition

The Board of Directors shall have the power to mortgage, encumber or hypothecate the assets of the Church, without prior approval of the membership only to the extent they are authorized in Article XV- FINANCE, Section 6, Encumbering. From time to time real and/or personal property may be offered to the Church by a donor or donors which is intended to provide support to the Church rather than for actual use by the Church. The Board of Directors shall have the power to accept and to dispose of such property in such manner as they deem appropriate and to execute any and all documents necessary and/or convenient provided such action shall require a two-thirds vote of the elected Directors. All other transactions involving real property, whether by purchase, lease, mortgage, encumbrance, sale or otherwise, must be approved by a two-thirds majority vote of the voting members present at a Church Meeting duly called. Notice of said meeting shall include notice of the action to be considered involving real property.

Section 3 - Documents

The Chairman and Secretary shall execute any conveyance, lease, or mortgage when properly approved by the membership or the Board of Directors.

Section 4 - Dissolution

The property of this Corporation is irrevocably dedicated to conservative Christian ministry and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, Pastor, or member thereof, or to the benefit of any private person. Upon the dissolution or the winding up of the Corporation, its assets remaining after payment or provisions for payment of all debts and liabilities of this Corporation shall be distributed to Transformation Ministries if at the time of the dissolution of this Corporation, Transformation Ministries is then organized and operated exclusively for conservative Christian ministry and has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. Upon the dissolution or the winding up of the Corporation, the assets shall be distributed to another nonprofit fund, foundation, or corporation which is organized and operated exclusively for conservative Christian ministry and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XVII – INITIATIVE

If a member desires a special Church Meeting for any purpose, he shall submit a written request to the Board of Directors through the Secretary for said meeting, which may then be called as provided for. If the Board of Directors refuses the request of a member for a special Church Meeting, the Church Meeting may be called by petition, having been signed by over one-third of the regular membership of the Church. Permission to circulate a petition is inherent in this section, provided that (1) application was first made to the Board of Directors, and (2) prior to circulation a copy of the petition, indicating the originators is filed with the Secretary of the Church. The meeting would then be called as provided in Article IX, MEETING OF MEMBERS, Section 3.

ARTICLE XVIII - ROBERT'S RULES

Where not in conflict with other provisions of these bylaws, Robert's Rules of Order, latest edition, shall be established procedure for all meetings of the congregation and the Board of Directors.

ARTICLE XIX – AMENDMENTS

The bylaws may be amended at any regular or special Church Meeting by a two-thirds majority vote of the membership present, provided the notice of said Meeting should contain a notice that the bylaws be amended.